

Halverson Bradley M  
Form 4  
July 31, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Halverson Bradley M

(Last) (First) (Middle)

100 N.E. ADAMS STREET

(Street)

PEORIA, IL 61629

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/27/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Group President & CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 07/27/2017                              |   | M                                    | 79,976  | A \$ 89.75 87,790 <sup>(2)</sup>   | D   |   |
| Common<br>Stock                       | 07/27/2017                              |   | S                                    | 79,976  | D \$ 114.03 7,814 <sup>(1)</sup>   | D   |   |
| Common<br>Stock                       | 07/27/2017                              |   | M                                    | 102,636   | A \$ 83 110,450  | D   |   |
| Common<br>Stock                       | 07/27/2017                              |   | S                                    | 89,636  | D \$ 114.03 20,814 <sup>(1)</sup>  | D   |   |
|                                       | 07/27/2017                              |   | S                                    | 100   | D 20,714   | D   |   |

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|              |            |  |   |        |           |           |                       |                               |
|--------------|------------|--|---|--------|-----------|-----------|-----------------------|-------------------------------|
| Common Stock |            |  |   |        | \$ 114.33 |           |                       |                               |
| Common Stock | 07/27/2017 |  | S | 200    | D         | \$ 114.34 | 20,514                | D                             |
| Common Stock | 07/27/2017 |  | S | 12,700 | D         | \$ 114.37 | 7,814                 | D                             |
| Common Stock |            |  |   |        |           |           | 11,128 <sup>(3)</sup> | I                             |
|              |            |  |   |        |           |           |                       | Held by 401(k) Plan           |
| Common Stock |            |  |   |        |           |           | 202 <sup>(4)</sup>    | I                             |
|              |            |  |   |        |           |           |                       | Held by Mindy Halverson Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option                      | \$ 89.75   | 07/27/2017                           |  | M                              | 79,976  | 03/04/2017 03/04/2023                                    | Common Stock 79,976   |
| Employee Stock Option                      | \$ 83  | 07/27/2017                           |  | M                              | 102,636   | <sup>(5)</sup> 03/02/2025                                | Common Stock 102,636  |
| Phantom Stock Units                        | <sup>(6)</sup>   | 07/27/2017                           |  | I                              | 14,363  | <sup>(7)</sup> <sup>(7)</sup>                            | Common Stock 14,363   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Halverson Bradley M  
100 N.E. ADAMS STREET  
PEORIA, IL 61629

Group President & CFO

## Signatures

Bradley M. Halverson; G.  
Acker, POA

07/31/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The sale price reported in Column 4 is a weighted average sale price. The corresponding shares were sold in multiple transactions at
- (1) prices ranging from \$113.32 to \$114.31, inclusive. The reporting person undertakes to provide Caterpillar Inc., any security holder of Caterpillar Inc., or the staff of the Securities and Exchange Commission, upon request, full information.
  - (2) Reflects adjustment for clerical error to total shares of Common Stock of the Issuer previously reported as beneficially owned by Mr. Halverson.
  - (3) The information in this report is based on a 401(k) Plan statement dated as of 06/30/2017.
  - (4) Reflects adjustments for clerical error to total shares of Common Stock of the Issuer reported as held in the Mindy Halverson Trust.
  - (5) Stock options vest equally in 1/3 increments beginning on the first anniversary of the grant date.
  - (6) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.
  - (7) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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